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PATRICK PIERCE
7

8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN JOSE DIVISION
11

12 PATRICK PIERCE,
13 Plaintiff,
14 v.
15 WELLS FARGO BANK,
and DOES 1 through 20,
16 Defendants.

CASE NO. C08-01554 JF (HRL)

**DECLARATION OF STUART
CLARK IN SUPPORT OF
OPPOSITION TO DEFENDANT
WELLS FARGO BANK, N.A.'S
MOTION TO DISMISS
PURSUANT TO FEDERAL RULE
OF CIVIL PROCEDURE 12(B)(6)**

Date: June 27, 2008
Time: 9.00 a.m.
Place: Courtroom 3, 5th Floor
Judge: Hon. Jeremy Fogel

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20 I, the undersigned, STUART C. CLARK, declare as follows:

21 1. I am an attorney admitted to practice before this Court and all of the courts of the
22 State of California. I am a member of the firm of Carr & Ferrell LLP, the attorneys of record for
23 plaintiff Patrick Pierce ("Pierce"). The facts set out herein are within my personal knowledge, or
24 are based on documents in my possession and other information to which I have access in the
25 course of my duties. If called upon to do so I could and would testify to the truth thereof.

26 2. By letter dated April 24, 2008, on a Wells Fargo Bank letterhead, the bank's
27 Employee Relations Consultant (expressly acting "On behalf of the Plan Administrator) denied
28 Pierce's claim for benefits under the Greater Bay Bancorp Change in Control Plan. That letter is

1 not being attached for confidentiality reasons, but it took the positions, among others, that: (1)
2 Pierce was offered a “comparable position” under the plan; and (2) Piece was never entitled to
3 benefits under the plan amended on September 28, 2007. Pierce mailed his request for review of
4 this denial of benefits to the Plan Administrator’s representative on May 30, 2008.

5 I declare under penalty of perjury under the laws of the United States of America that the
6 foregoing is true and correct.

7 Executed at Palo Alto, California, this June 6, 2008.

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STUART C. CLARK